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***Also Admitted in Indiana and Illinois*

December 21, 2001

VIA HAND DELIVERY

David T. Croall, Esq.
Frost Brown Todd
2200 PNC Center
201 East Fifth Street
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Re: Doug Baillie/Chubb & Son

Dear Dave:

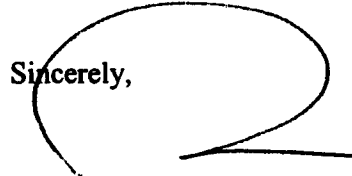
Enclosed is an original of the Separation Agreement that was signed by Doug Baillie in October.

When we talked earlier this month, you told me "it's a generous offer, we hope he takes it." In our view, we verbally accepted the offer on Tuesday and again yesterday.

Please advise me by the end of the year as to your client's position.

We will file the lawsuit on January 3 unless you advise us that your client will honor the agreement.

Sincerely,



Randolph H. Freking

RHF/klp

Enclosure

